

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
:
OLD LADDER LITIGATION CO., LLC, as
Litigation Designee on behalf of the
Liquidation Trust

Plaintiff,

-against-

INVESTCORP BANK B.S.C., INVESTCORP S.A.;
INVESTCORP INTERNATIONAL, INC.;
INVIFIN, S.A.; INVESTCORP INVESTMENT
EQUITY LIMITED; INVESTCORP HOLDINGS
LIMITED; INVESTCORP WERNER HOLDINGS
L.P.; STEPUP LIMITED (GENERAL PARTNER
OF INVESTCORP WERNER HOLDINGS
L.P.) OWNERSHIP HOLDINGS LIMITED; C.P.
HOLDINGS LIMITED; SIPCO LIMITED;
BALLET LIMITED; DENARY LIMITED; GLEAM
LIMITED; HIGHLANDS LIMITED; NOBLE
LIMITED; OUTRIGGER LIMITED; QUILL
LIMITED; RADIAL LIMITED; SHORELINE
LIMITED; ZINNIA LIMITED; CIP LIMITED;
STEP INVESTMENTS LIMITED; WL HOLDINGS
LIMITED; EQUITY WERA LIMITED;
CLIMBING PRODUCTS LIMITED; LADDER
EQUITY LIMITED; WERNER EQUITY
LIMITED; WERNER INVESTMENTS LIMITED;
WERNER IIP LIMITED; ANNISVILLE LIMITED;
COOPERSTOWN LIMITED; FRISCO LIMITED;
PLATEA LIMITED; CRAIG R. WERNER
FAMILY LIMITED PARTNERSHIP (CRAIG
WERNER - GENERAL PARTNER); ROBERT I.
WERNER - IRREV. TRUST DATED 8/30/94
(RONALD WERNER ADMINISTRATIVE
TRUSTEE); RICHMOND DRIVE ENTERPRISES,
L.P. (RICHARD WERNER AND LOIS WERNER -
GENERAL PARTNERS); MICHAEL E. WERNER
REVOCABLE TRUST, U/A/D 1/2/96 (MICHAEL
WERNER - TRUSTEE); BRUCE D. WERNER -
TRUST (BRUCE WERNER - TRUSTEE);
ELIZABETH W. ACKERMAN TRUST DTD
12/18/67 (JEFFREY R. ACKERMAN,
SUCCESSOR TRUSTEE); ERIC J. WERNER;

NEWY1-636847-1

: Case No. 08-CV-0876

: (ECF)

: **DECLARATION OF VINCENT J.
GARCELL IN SUPPORT OF
DEFENDANTS' OPENING
MEMORANDUM OF LAW IN
SUPPORT OF DEFENDANTS'
JOINT MOTIONS TO TRANSFER
VENUE AND TO DISMISS THE
COMPLAINT**

ALLIGATOR PARTNERS, L.P. (HOWARD :
 SOLOT AND JANET SOLOT - GENERAL :
 PARTNERS); MICHAEL J. SOLOT; DONALD M. :
 WERNER; RONALD E. WERNER; DENNIS G. :
 HEINER; THE HEINER FAMILY TRUST :
 (DENNIS HEINER AND MARGO HEINER - :
 TRUSTEES); MINDY WERNER ALTER; ELISE :
 W. FROST; FLORENCE J. WERNER - :
 IRREV. TRUST DATED 10/7/94 (RONALD :
 WERNER, MARC WERNER AND MICHAEL :
 WERNER - TRUSTEES); GAIL RAUCH :
 BLACKMAN; BRUCE D. WERNER FAMILY :
 LIMITED PARTNERSHIP (BRUCE WERNER - :
 MANAGING GENERAL PARTNER); IRA AND :
 ELISE FROST FAMILY LIMITED :
 PARTNERSHIP (ELISE FROST - GENERAL :
 MANAGING PARTNER); RONI S. ROSATI; :
 NOEL BERK-RAUCH; GERALD R. WHIPMAN; :
 HOWARD L. SOLOT; ISABELLE N. WERNER; :
 SOPHIA. K. WERNER; AGNES BONTE :
 FRANCOIS; WERNER-ALTER, LLC (MINDY :
 WERNER ALTER - MANAGER); JANET F. :
 SOLOT; BEVERLY WERNER NEEDHAM; :
 MARSHA BETH KARP; EDWARD A. :
 POLLACK; EDWARD POLLACK, POA MLW; :
 ROBERT I. WERNER; LAURA WERNER; :
 LAURA W. WERNER, REVOCABLE TRUST, :
 U/A/D 1/2/96 (LAURA WERNER - TRUSTEE); :
 RANKELL FAMILY TRUST (STEVEN :
 RANKELL - TRUSTEE); STEVEN RANKELL; :
 MARC L. WERNER; RICHMOND J. ROSATI; :
 RYAN GREGORY ROSATI; ROSS DANIEL :
 ROSATI; RAUCH TRUST (ALEENA :
 SHAPIRO - TRUSTEE); PETER R. O'COIN; :
 ELISSA SCHWARTZ; SUZANNE SCHWARTZ; :
 JONATHAN C. WERNER GIFT TRUST U/A/D :
 11/1/96 (JEFFREY WEISMAN - TRUSTEE); :
 STEPHANIE N. WERNER GIFT TRUST :
 U/A/D 11/1/96 (JEFFREY WEISMAN - :
 TRUSTEE); VINCENT J. GARCELL :
 LIVING TRUST (VINCENT J. GARCELL & :
 KAREN R. GARCELL, TRUSTEES); BARBARA :
 L. WERNER; ASHLEY ELIZABETH WERNER; :
 JEFFREY ADDISON WERNER; WERNER GC :
 TRUST FOR ERIN (BEVERLY WERNER :
 NEEDHAM TRUSTEE); ERIN JOY RYAN; :
 WERNER GC TRUST FOR SHANNON :
 (BEVERLY WERNER NEEDHAM - TRUSTEE); :

SHANNON ROSE RYAN; MICHAEL B. :
 WERNER; ALLISON TYLER KARP; :
 FLORENCE J. WERNER; MARGOT A. WERNER :
 GIFT TRUST U/A/D 11/1/96 (LAURA WERNER - :
 TRUSTEE); STEWART CHARITABLE :
 REMAINDER UNITRUST (GARY STEWART - :
 TRUSTEE); STEWART CHARITABLE :
 REMAINDER UNITRUST (ILENE STEWART - :
 TRUSTEE); ROBERT A. ROSATI; JEFFREY R. :
 ACKERMAN; LEE L. BASILOTTA; MICHEL :
 FRANCOIS; ELLEN BERK-RAUCH; :
 MELANIE R. WERNER; HEATHER :
 BLACKMAN; KAREN LYNN MOSESKA; :
 BARBARA L. WERNER; ELI BERK-RAUCH; :
 HANNA BERK-RAUCH; CLAIRE FRANCOIS; :
 JAMES ANDRE FRANCOIS; TAMMY H. :
 WERNER; DONALD B. ACHENBACH; :
 DAVID A. CARDILLO; MELISSA S. KARP; J. :
 DAVID GOLDBLATT; JUNE GOLDBLATT; :
 CLAUDE J. FRANCOIS; PHILLIP F. TIDY; :
 GARY L. STEWART; RICHARD D. BONTE; :
 VERA BONTE; MARLANE T. KRANE; DEBRA :
 A. ROTHMAN; MARGARET B. BONTE :
 ANNE L. WERNER RESIDUARY TRUST :
 (TIMOTHY F. BURKE - TRUSTEE); GARCELL :
 1997 UNITRUST DTD 12/19/1997; MAURICE :
 WEINER; ANNE L. WERNER RESIDUARY :
 TRUST - EX (TIMOTHY F. BURKE - :
 TRUSTEE); NOVAK PARTNERSHIP, AKA A :
 CALIFORNIA LIMITED PARTNERSHIP (ALYCE :
 NOVAK - TRUSTEE); ALYCE NOVAK; JOSHUA :
 J. ROTHMAN; KEVIN MATTHEW ROTHMAN; :
 PAULA J. GRIFFITH; HENRY W. DOWLER; :
 VINCENT A. GENIS; MATTHEW W. WEISS; :
 STEVEN R. BENTSON; WILLIAM J. RIPPIN; :
 DAVID C. MCGOWAN; BRAD J. GELLIS; :
 MICHAEL E. TRZYNKA; LARRY V. FRIEND; :
 EDWARD W. GERICKE; JOHN J. :
 FIUMEFREDDO; MICHAEL D. BROOKS; :
 JORDANA ROTHMAN; LINDA C. JOUBERT; :
 ERIC A. MASON; JASON S. KRANE; BRUCE :
 B. FISHER; WILLIAM C. HAZLETT; NEAL R. :
 MARTIN; DENNIS J. JOHNSON; JEREMY M. :
 KAPLAN; RACHAEL A. KAPLAN; BETH KATZ; :
 SUSAN MORROW; DAVID M. CONN; MARC L. :
 WERNER - IRREVOCABLE TRUST 1 (RICHARD :
 WERNER AND DONNA S. WERNER - :
 TRUSTEES); THE ESTATE OF MAX HANFLING :

(EDWARD A. POLLACK - EXECUTOR); :
 HERMAN H. LISS; KARRAH KAPLAN; :
 DEBORAH ANN KAPLAN TRUST U/D 14 :
 JANUARY 1998 (JEREMY M. KAPLAN - :
 TRUSTEE); JUDITH LILY KAPLAN TRUST U/D :
 14 JANUARY 1998 (JEREMY M. KAPLAN - :
 TRUSTEE); JULIA E. KAPLAN; NEIL D. :
 KAPLAN; ROBERT H. PINNEY; JESSICA Z. :
 JOUBERT; MICHAEL D. WISE; SARA P. :
 GRAHAM; CARLY KRANE; RICHARD M. :
 KELLY; SHIRLEY W. RAUCH TRUST :
 (SHIRLEY RAUCH, STANLEY RAUCH, AND :
 MARLANE KRONE - TRUSTEES); FRANCESCA :
 GIANOGLIO BONTE; ALESSANDRA BONTE; :
 KELLY SINON; SUZANNE ROSEN; DEBORAH :
 KAPLAN; JUDITH KAPLAN; VINCENT J. :
 GARCELL; SYLVIA S. KAPLAN; BETH :
 MORROW; ILENE STEWART; STANLEY S. :
 RAUCH TRUST; BRUCE D. WERNER; CRAIG R. :
 WERNER TRUST; ELIZABETH WERNER :
 TRUST, N.C.B.; LOIS S. WERNER REVOCABLE :
 TRUST; RICHARD L. WERNER REVOCABLE :
 TRUST; DOROTHY M. WHIPMAN; CRAIG :
 WERNER; DANA SNYDER; JAMES BAKER; :
 PETER NOLAN; CHRISTOPHER STADLER; :
 THOMAS SULLIVAN; MICHAEL WONG; :
 JAMES HARDYMON; JAMES EGAN; CHARLES :
 MARQUIS; MAMOUN ASKARI; STEPHEN :
 TEMPINI; STEVEN RICHMAN; DONALD :
 RESNICK; TIMOTHY LEWIS; CHRISTOPHER :
 FILARDI; JOHN REMMERS; KEVIN WALZ; :
 JOHN J. DYLIK; WENDY A. MEIKLE; LISA A. :
 PRESSLER; DOUGLAS BATES; GEORGE :
 KOERNER; JOHN THIGPEN; LEONARD GREEN :
 & PARTNERS, L.P.; LGP MANAGEMENT INC.; :
 GREEN EQUITY INVESTORS III, L.P.; :
 WERNER CO-INVESTMENT LLC; MURRAY :

DEVINE & CO., INC.; LOUGHLIN MEGHJI & :
 CO., INC.; AND DOES 1 THROUGH 300, :
 INCLUSIVE, :

Defendants. :

----- x

DECLARATION OF VINCENT J. GARCELL

I, Vincent J. Garcell, Declare as follows:

1. I am over the age of majority, am mentally competent, suffer from no legal disability, and make this Declaration based upon my personal knowledge.

2. I give this Declaration in support of Defendants' Opening Memorandum of Law in Support of Defendants' Joint Motions to Transfer Venue and to Dismiss the Complaint. I give this Declaration voluntarily and I testify that the matters set forth herein are true.

3. I do not reside in the State of New York, and I do not own, use or possess any real property situated within the State of New York.

4. I was born in the State of New York and spent my youth there. However, no later than 1972, I moved to the State of Virginia, leaving all of my contacts with New York behind. Thereafter I moved to Georgia, and then to California, where I currently reside.

5. At no time after 1972 did I conduct any business in New York, including registering cars, registering to vote, paying taxes, or doing anything else that could be considered connected to the State of New York.

6. After 1972, I only entered the state of New York twice. In 1976, my family and I spent no more than two days in New York visiting my mother. And in approximately 1983, after

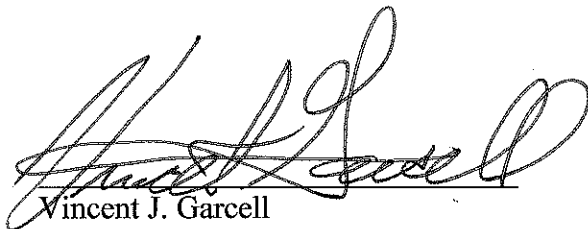
my family and I attended my mother's funeral in New Jersey, I got lost on the freeway and ended up in New York. When I realized I was in New York, I quickly turned around and returned to New Jersey.

7. I have no other connections to the state of New York.

8. I am a co-trustee of the Vincent J. Garcell Living Trust and a co-trustee of the Garcell 1997 Unitrust DTD 12/19/1997. Neither of these trusts has any contacts with the State of New York, and neither trust contains any property situated within the State of New York. All of the trust property, trustees, and beneficiaries of these trusts are located outside of the State of New York, and have no relation to the State of New York.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 1st day of June, 2008, in Irvine, California.



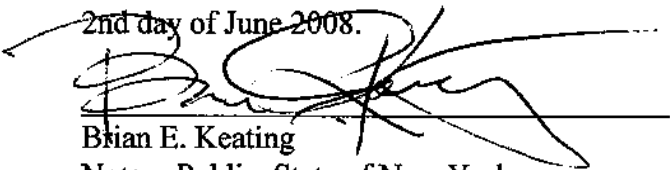
Vincent J. Garcell

AFFIDAVIT OF SERVICE

David A. Cardillo
23 St. Glory Road
Greenville, PA 16125

Kenneth J. Horrmann
Kenneth J. Horrmann

Sworn to before me this
2nd day of June 2008.



Brian E. Keating
Notary Public, State of New York
No. 01KE5009535
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires March 15, 2011